

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Re: Docket No. 16, 127, 154 & 159

**CERTIFICATION OF COUNSEL REGARDING ORDER (A) ESTABLISHING
BIDDING AND AUCTION PROCEDURES, (B) SCHEDULING
CERTAIN DATES WITH RESPECT THERETO, (C) APPROVING THE
FORM AND MANNER OF NOTICE THEREOF, (D) APPROVING
CONTRACT ASSUMPTION AND ASSIGNMENT PROCEDURES,
AND (E) GRANTING OTHER RELATED RELIEF**

The undersigned hereby certifies as follows:

1. On June 27, 2023, the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) filed the *Debtors’ Motion For Entry of An Order (I) (A) Establishing Bidding and Auction Procedures, (B) Scheduling Certain Dates With Respect Thereto, (C) Approving the Form and Manner of Notice Thereof, (D) Approving Contract Assumption and Assignment Procedures, and (E) Granting Other Related Relief; and (II) (A) Authorizing the Debtors to Enter Into a Definitive Purchase Agreement and (B) Granting Other Related Relief* [D.I. 16] (the “**Motion**”)² with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Attached thereto as **Exhibit A** was a proposed form of order

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

approving, among other things, the proposed Bidding Procedures with respect to the sale of substantially all of the Debtors assets (the “**Proposed Bidding Procedures Order**”).

2. Pursuant to the *Notice of “Debtors’ Motion For Entry of An Order (I) (A) Establishing Bidding and Auction Procedures, (B) Scheduling Certain Dates With Respect Thereto, (C) Approving the Form and Manner of Notice Thereof, (D) Approving Contract Assumption and Assignment Procedures, and (E) Granting Other Related Relief; and (II) (A) Authorizing the Debtors to Enter Into a Definitive Purchase Agreement and (B) Granting Other Related Relief” [D.I. 16] and Hearing Thereon [D.I. 73]* filed on June 28, 2023, objections to the Motion were to be filed and served by no later than July 20, 2023 at 4:00 p.m. (EDT) (the “**Objection Deadline**”). The Objection Deadline was extended to July 24, 2023 at 11:00 a.m. (EDT) for the Official Committee of Unsecured Creditors (the “**Committee**”).

3. Prior to the Objection Deadline, (i) the Debtors received informal comments (the “**Comments**”) to the relief requested in the Motion from: (a) the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”), (b) the Committee, and (c) Cigna Health and Life Insurance Company (“**Cigna**”), and (ii) Karma Automotive LLC (“**Karma**”) filed a formal objection to the Motion [D.I. 127] (the “**Karma Objection**,” and together with the Comments, the “**Responses**”). Other than the Responses, as of the date hereof, the Debtors have not received any other responses or objections in connection with the Motion, nor do any objections thereto appear on the Court’s docket in the Debtors’ chapter 11 cases.

4. On July 24, 2023, the Debtors filed a revised form of the Proposed Bidding Procedures Order (the “**Revised Bidding Procedures Order**”) under Notice. *See* D.I. 159. The Revised Bidding Procedures Order resolved the Comments of the U.S. Trustee, the Committee,

and Cigna. Also on July 24, 2023, the Debtors filed a reply [Docket No. 154] (the “**Reply**”) in further support of the Motion and in response to the Karma Objection.

5. On July 27, 2023, the Court held a hearing (the “**Second Day Hearing**”) to consider, among other things, entry of the Revised Bidding Procedures Order and the Karma Objection. At the conclusion of the Second Day Hearing, the Court continued the hearing on the Motion until after the Indication of Interest Deadline.

6. On August 3, 2023, following the Indication of Interest Deadline, the Court held a hearing (the “**August 3rd Hearing**”) to consider, among other things, entry of the Revised Bidding Procedures Order and the Karma Objection. At the conclusion of the August 3rd Hearing, the Court indicated that it would enter the Revised Bidding Procedures Order, subject to certain changes being made thereto. Consistent with the record made at the August 3rd Hearing, the Debtors, the Committee, the U.S. Trustee and Karma have conferred regarding certain dates and deadlines related to the Bidding Procedures. Consistent with these discussions and the record from the August 3rd Hearing, the Debtors have prepared a further revised version of the Revised Bidding Procedures Order (the “**Further Revised Bidding Procedures Order**”). A copy of the Further Revised Bidding Procedures Order is attached hereto as **Exhibit 1**. For the convenience of the Court and all parties in interest, a redline comparison of the Further Revised Bidding Procedures Order marked against the Revised Bidding Procedures Order is attached hereto as **Exhibit 2**.

7. The Further Revised Bidding Procedures Order has been circulated to (i) the U.S. Trustee, (ii) counsel to the Committee, and (iii) counsel to Karma, and each of the parties to whom the Further Revised Bidding Procedures Order was circulated has indicated that it has no objection to the entry of the Further Revised Bidding Procedures Order.

WHEREFORE, the Debtors respectfully request that the Court enter the Further Revised Bidding Procedures Order, substantially in the form attached hereto as **Exhibit 1**, at its earliest convenience.

Dated: August 7, 2023

Respectfully submitted,

/s/ Amanda R. Steele

RICHARDS, LAYTON & FINGER, P.A.

Kevin Gross (No. 209)
Daniel J. DeFranceschi (No. 2732)
Paul N. Heath (No. 3704)
Amanda R. Steele (No. 5530)
Jason M. Madron (No. 4431)
James F. McCauley (No. 6991)
One Rodney Square
920 N. King Street
Wilmington, DE 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
gross@rlf.com
defranceschi@rlf.com
heath@rlf.com
steele@rlf.com
madron@rlf.com
mccauley@rlf.com

*Proposed Co-Counsel to Debtors and
Debtors-in-Possession*

WHITE & CASE LLP

Thomas E Lauria (admitted *pro hac vice*)
Matthew C. Brown (admitted *pro hac vice*)
Fan B. He (admitted *pro hac vice*)
200 South Biscayne Boulevard, Suite 4900
Miami, FL 33131
Telephone: (305) 371-2700
tlauria@whitecase.com
mbrown@whitecase.com
fhe@whitecase.com

David M. Turetsky (admitted *pro hac vice*)
1221 Avenue of the Americas
New York, NY 10020
Telephone: (212) 819-8200
david.turetsky@whitecase.com

Jason N. Zakia (admitted *pro hac vice*)
111 South Wacker Drive, Suite 5100
Chicago, IL 60606
Telephone: (312) 881-5400
jzakia@whitecase.com

Roberto Kampfner (admitted *pro hac vice*)
Doah Kim (admitted *pro hac vice*)
RJ Szuba (admitted *pro hac vice*)
555 South Flower Street, Suite 2700
Los Angeles, CA 90071
Telephone: (213) 620-7700
rkampfner@whitecase.com
doah.kim@whitecase.com
rj.szuba@whitecase.com

*Counsel to Debtors and
Debtors-in-Possession*